

**Achievement of Market-Friendly Initiatives and Results Program
(AMIR 2.0 Program)**

Funded By U.S. Agency for International Development

BPWA – Amman Governance and Strategic/Work Planning – Phase II

Final Report

**Deliverable for Business Associations Component, Task No. 232.3
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Executive Summary

The Governance/Strategic/Work Plan with the BPWA began with this consultant in March of 2002. It was decided that extensive work was required one-on-one with the Business and Professional Women's Association of Amman in order to bring it up to an equal position with other key associations being considered for further development. The Board of the association was challenged to:

- 1) consider a change of registration from the Social Development Ministry to the Ministries of Interior or Industry and Trade
- 2) to change its name to one more suited to a business organization than "club" which it derives from its association with the International Business and Professional Women's Club and
- 3) to become a business-focused, member-driven business association

The leadership of the group accepted the challenge, reinforced at a meeting with key members, and plans were made to continue their transformation. Unfortunately in the brief time between these two phases two occurrences resulted in a loss of confidence by AMIR management in the ability of present BPWA leadership to lead the change.

This report is about the continued technical assistance provided to the BPWA over four weeks in May to help solve their intractable management problems and put them in as good a position as possible to become the sustainable organization AMIR would like to assist in the future.

Using other American women's business organizations as a model, tested CIPE association modules and a collection of best practice materials, planning sessions were held with the BPWA as well as the other local BPW's and their national organization.

Twenty-five key business women from the BPWA spent two days brainstorming a new program for the association, arriving at 6 new and expanded targets as well as a committee structure with chairs identified to organize them. A plan was laid and co-chairs selected for a membership campaign to be held between July and September 2002 to kick off the process of paying for this new focus. Profit-making concepts were stressed repeatedly as well as volunteering, strength in numbers and self-responsibility. Selected parts of CIPE training modules used were: Membership Development, Sources of Non-Dues Income and Board Governance. Much of the conference was spent discussing and planning how to increase the number of quality members, increase the financial and time investments of those members and how to design programs that women would adequately, financially support.

Meetings were and are being held to get programs and marketing materials in place in time for the membership drive. Board approval for suggested changes to the Bylaws redrafted by this consultant was achieved.

Additional meetings were held with the executive, consultant and Board to stress what consideration must take place immediately to be sure that these plans for new committee activities, membership drive and fundraiser are not dropped or lost because of imminent changes in management. The bridging of financial gaps, interim leadership and addressing the side-stepping of Executive control by staff need be addressed as a priority above even the completion of the Strategic Plan, in this consultant's opinion. Bylaws have been changed to address some of these problems but more change will be needed.

Future donor possibilities and a near term fundraiser have been briefly discussed, but it is recommended that AMIR provide short-term technical assistance to the BPWA on the following: guidance on working with professional members on an "awareness campaign" on the special problems of women in business and the new, re-structured BPWA; help in setting up a budget that will take into account profit-making in most association activities; aid in making some difficult staffing decisions in order to make the association run more efficiently; and pay legal costs of switching the BPWA to the Ministry of Interior as previously discussed.

Introduction: Summary of Phase I

The Governance/Strategic/Work Plan phase I began with this consultant in March of 2002 at a Strategic Planning conference conducted for selected business associations. It was decided that extensive work was required one-on-one with the Business and Professional Women's Association of Amman in order to bring it up to an equal position with other key associations being considered for further development. The Board of the association was challenged to:

- 1) Consider a change of registration from the Social Development Ministry to the Ministries of Interior or Industry and Trade
- 2) to change its name to one more suited to a business organization than “club” which it derives from its association with the International Business and Professional Women's Club
- 3) to become a member-driven, business-focused business association like its peers

The President of the BPWA and its Board accepted these challenges and a focus group was held with Board and selected members to determine if the membership also was interested in the organization becoming more “member-driven, business-focused.” The results of the one-day session were a resounding “yes” with multiple program areas identified of interest to the members.

A plan followed to have these program areas prioritized through a survey, to begin taking steps to actually change the BPWA registration and name, and to hold a program planning session in May 2002. Technical aid was offered to BPWA to have its Personnel and Procedures manual scanned by a human resource professional and to receive help in preparing the prioritization survey and in changing its registration. Other interim steps were also identified and assigned, and a date for the planning retreat was set. The President called a special General Assembly to announce the planned change of focus to the membership and to provide them an opportunity to respond through a survey.

Unfortunately in the brief time between these two phases, an old and personal feud between two of the organization's present and former leadership, each representing a different level in the federation of BPW's, resulted in the resigning of three BPWA Board members. A history of micro-management by past and present leaders continued to challenge the Executive Director. Finally a poor evaluation of the situation by the human resources professional brought in by AMIR, resulted in a loss of confidence by AMIR management in the ability of present BPWA leadership to lead the change.

Phase II continued as planned with technical assistance provided for the completion of the work and strategic plans for BPWA and with additional meetings set up to address the whole federation of BPW's, their needs and their future as true business focused, member-driven associations.

Preparation

Phase II of development of the BPWA organization in its transformation to a business focused, member-driven organization began in the US with research on US model women's business organizations and the collection of best practice materials to leave with the staff and Board. The organizations selected as models included: the National Association of Women Business Owners, (NAWBO) the National Association of Female Executives, (NAFE) the American Women's Business Association, (AWBA) and the National Association of Career Women. Marketing materials were also included from the National Association for the Self-Employed, (NASE) and the web sites located for the International BPW and one of its local members in Singapore. "Best Practices" examples came from my own archives of association management materials and included: clear budgets, membership, government relations and financial committee descriptions, a Board orientation agenda as well as Board roles description, several membership survey examples, actual fundraising ideas, a few approaches to planning documents assigning responsibility and timelines and a model marketing piece for a business association. All of these were made available to BPWA management as well as used as models during planning sessions with the BPWA, the other BPW's.

Work Planning Retreat

Twenty-five of the leaders of the BPW Amman - Board and members - met for two full days at the Dead Sea to develop programs from targeted areas of interest highlighted at the focus group led in March during Phase I. The focus group was in response to an AMIR effort to see if this organization could become a business association, rather than the business and charitably-focused “club” it had been in the past. The members responded with keen enthusiasm for services and programs they felt would be a better return on their association investments. At this second planning meeting, these key business women arrived at 6 new and expanded targets as well as a committee structure with chairs identified to organize them. A plan was laid and co-chairs selected for a membership campaign to be held between July and September to kick off the process of paying for this new focus. A professional chair was also identified for a major “awareness campaign” to take place before and during the membership drive to begin making the public and business community cognizant of the efforts to upgrade the effectiveness of the BPWA, as well as to bring attention to the special challenges Jordanian women face in the Arab marketplace. (Still to be negotiated is a plan to divide advertising income to support the campaign.) The new or improved program areas included: Advocacy with a volunteer legislative committee supported by a part-time researcher, a re-direction of the legal “center” which may not survive in that form but will in any case be re-directed to business cases, Business Development to concentrate on direct member benefits as well as opportunities to promote member businesses, and Membership Development to both grow the number of BPWA supporters and to continually expand the ways the organization might serve its members and retain them. Information and Communications was also added to both provide business information and to make sure communications with members became a high priority.

Also discussed was profit-making in most association activities and services (not-for-profit vs. non-profit mindset,) other ways to build profit into the organization such as sponsorships and multiple member categories and the concepts of volunteering, mutual support and commitment. Stressed was the need for new blood as well as continuity in leadership and staff to keep the organization fresh as well as focused, strength in numbers and self-responsibility and a few key leadership duties whether staff or volunteer. Selected parts of CIPE training modules used were: Membership Development, Sources of Non-Dues Income and Board Governance. The members were encouraged to think about running for the Board (and one particularly strong member has committed to do so,) as well as looking at the connection between mission and fundraising. We spent half the conference discussing and planning how to increase the number of quality members, increasing the financial and time investments of those members and how to design programs that women would adequately, financially support. When current reserves are projected to last only to September at current staffing and commitment levels and with some unplanned spending required just to implement these growth and business-focused objectives, priorities will need to be determined or short-term funds raised to bridge the gap.

Participants left excited about the possibilities and with a plan for all new and existing chairs to meet and begin selection of committee members and for the initial planning of their priority projects. This meeting took place before I left Jordan. *All attendees* were told they would be called to serve on committees with the remainder coming from the list of current, paid-up members, (also used as a way to get delinquents to pay up.). The new programs will be started up and added to existing marketing materials in time for the membership drive, to be followed as acquired by additions of new Board members and member benefits. The new name of the association should be incorporated into printed materials and changed in the Bylaws and through the re-registration that is moving forward at this time as well.

Planning Meeting Follow-Up

Additional meetings were held with the executive, consultant and Board to get approval for suggested changes to the Bylaws redrafted by this consultant during Phase I, get close to completion of the Strategic Plan, incorporate new plans and direction identified at the Work Planning Retreat and discuss further next steps. Next steps will need to include: how best to deal with the Executive Director's departure which could be as early as the end of June and how to ensure micro-management does not spoil the next relationship between Executive and President. Plans also need to be implemented on how to bridge the gap financially between now and September when cash from new members is brought in during the drive, dues are collected from delinquent members and a fundraiser might take place thanks to the President's contacts.

Special consideration must take place immediately to be sure these plans for new committee activities, the membership drive and fundraiser are not dropped or fly out of control because of the departure of the Executive and that this is addressed in priority above even the completion of the Strategic Plan. (The best plan in the world will do nothing if crises are not addressed.) It has been suggested by this consultant that a preferred organizational chart be drawn up by the current Executive with at least minimal best staffing and reorganization needs included and that future budgets recently drawn up for AMIR administrative reports be used to judge minimal and optimal budgeting needs over the next six months. This consultant has met with the current Vice President of the association and its Executive Director to discuss the possibility of a special assessment on either the Board of the BPWA or the Board and members, or selected members, in order to bridge financial gaps and incorporate new sustainability programs if a planned fundraiser is not successful. There is also the need to discuss steps such as an agreement that Board officers and Directors will not accept any calls from BPWA staff members except from the Executive Director – now and in the future – in order to address the side-stepping of Executive control by staff and over-management by Board members, though this will be difficult if a new Executive Director is not in place before the current Executive leaves or an interim is not assigned. (I would suggest the part-time, CIPE-trained IT Director be requested to accept this role temporarily if a new Executive is not in place by June 30th.)

Most recommended Bylaws changes were voted in, (though the Bylaws are still too unwieldy) and certain steps should still be taken. New Directors installed from those runner-ups in the last election to replace those that have resigned still needs to take place. (Three are needed; if there are not three runner-ups, Rana Sukhtiyani has indicated her interest in being on the Board and would be an excellent person to complement both the current Board and to run for a full term in the next election in September.) The Vice President, Reem Damen has also been encouraged to run for President to follow Mrs. Saket, for her more hands-off leadership philosophy, strong community position and her neutral relationship to the National Federation (NFBPW), a continuing source of strife with the BPW Amman.

Future donor possibilities that would complement the goals and programs of this and the other BPW's might include the new USAID initiative for alleviating poverty which includes a 'training of women in entrepreneurship' goal that would align perfectly with the BPW's' current and planned business incubator programs. There is also a proposed program to do the same thing by an international women's UK- Arab states organization whose London convention was just attended by BPWA President Mrs. Saket and other BPWA members such as Fluerette Manneh, BPWA's new membership drive co-chair and leader in their newly re-energized Business Development committee.

Conclusions and Recommendations

It is recommended that AMIR provide technical assistance to BPWA on the following projects and activities in order to provide that organization with the maximum chances for success with the pending resignation of their Executive Director. They are launching a new member-driven, business-focused direction and will need support both in the interim between Executives and when the new person is installed if AMIR's already sizable investment in this organization is to bear fruit:

- An “awareness campaign” to take place before and during the membership drive to begin making the public and business community cognizant of the efforts to upgrade the effectiveness of the BPWA, as well as to bring attention to the special challenges Jordanian women face in the Arab marketplace, has been planned and a member describing herself as a professional in this area has “volunteered” to make it happen. She needs to be reined in to a practical level, (this need not be global!) and to agree to profits from advertising going mainly to the BPWA. As women's participation in the Jordanian economy is a key goal of USAID, this might be a good project for AMIR to get involved in and help to make successful.
- The current, and I'm sure, new Executive need/will need help in setting up a budget that will take into account profit-making in most association activities and services and other ways to build profit into the organization such as sponsorships and multiple membership categories, as addressed in the Bylaws. The leadership and key members have been instructed in this philosophy. However, if some time can be given to them by an association executive experienced in this approach and able to help them to see how to work this into an actual budget based on practical assumptions and predictions, I think it would help tremendously with the BPWA becoming sustainable.
- It is evident from reading and discussion in Jordan by this consultant, that the BPWA is not the only business association with difficulty in collecting dues investments from their members even at the current low value levels: The Jordan Dental Association has only 1900 of 4300 “members” paid up, and the Jordan Veterinary Association only 367 of 900. While newer associations formed with the help of AMIR I am sure have better track records, obviously habit and the poor economy take their toll on all organizations, especially if they do not “clean up” their records of overly -delinquent members. As BPWA is one of these long-term associations that must re-educate members on both the value of their membership and the threat of being cut-off if they do not pay in a timely manner, it is my suggestion that the association for the time being, until the new programs take hold and value is delivered, do not raise their minimum dues to more than 50JD, assuming that the Board will choose the membership strategy of quantity

over quality. (This is still an 85% increase.) Numbers will be needed for both advocacy purposes, the offering of discounted prices on products and services and to make an impact in the lives of their targeted audiences which currently include business owners, professional women and women in management. It will also be easier to “staff up” new committees and activities such as fundraisers.

- The BPWA Executive and leadership are going to have to make some difficult staffing decisions in order to make the association run more efficiently. I have asked the current Executive to draw up organizational charts with minimal and best case scenario staffing to help them with that decision. They will need to make the choice of having the current Executive do the reorganization before she leaves to relieve the new person of the ominous duty or to allow the incoming Executive to make her or his own choices as to who stays and gets additional training, who goes and who comes on. Some counseling in this area would be beneficial for all from someone empathetic to the difficulty of the situation.
- It would be appreciated if AMIR would take care of, as agreed to previously, the legal costs of switching the BPWA to the Interior Ministry. They might consider doing the same with those other BPW's that may choose to do the same.

ANNEX A

- Board responsibilities
- Committee descriptions (Government, Membership, Finance)
- Investment Schedule
- Surveys
- ASAE Publications catalogue
- Organizational charts
- Marketing piece
- Board Orientation
- Best Ideas Booklet (fundraising,etc.)
- Visions and Value Statements
- Strategic goals-Annual Work plan example and planning flow chart
- Retention plan
- Financial Statement/Balance Sheet
- Board member agreement
- Grant Seeking Tips and Fundraising web sites
- Responsibility flow matrix
- Website Review Process
- Bylaws Executive Position Description

ANNEX B

- National Association of Women in Business
- American Women in Business Association
- National Association of Career Women
- National Association of Female Executives
- National Association of the Self-Employed

Annex C: BPWA Retreat Session Plan

BPWA Program Planning and Development Retreat

May 10-11, 2002

Morning and Afternoon Breaks 15 minutes each, Lunch 1:00pm to 2:00pm

Friday

Session One:

March 2002 Membership Focus Group and Survey Results – '98 and '02

Objectives:

1. To re-visit membership needs and desires
2. To loosely prioritize those needs and desires
3. What this means compared to the past....

Materials:

Hand-outs:

Agenda

March focus group results

Flipchart

Training Technique:

Self-introductions

Purpose

Ground rules

Facilitated Group Discussion

Session Two:

Women's Organizations & Business Association Programming and Services

Objectives:

1. To familiarize participants with the Programs of Work of other women's organizations and business associations in general

Materials:

Flipchart

Training Techniques:

1. Lecture
2. Facilitated discussion

Session Three:

BPWA Programs & Services Suggestions: What will you pay for?

Objectives:

1. To have participants understand an association sustainability model
2. To have participants brainstorm programs and services of value

Materials:

Flipchart

Transparencies & Overhead projector

Training Techniques:

Group Discussion

Lecture

Saturday

Session One:

Refining the Program: Volunteers and Service Delivery

Objective:

1. To have participants understand concept of “you get out what you put in” OR
2. There’s more than one way to help your sisters! (And yourself!)

Materials:

Flip chart

Training Techniques:

Lecture

Group Discussion

Session Two:

Resources: Money/Minds; Hearts/Hands:

Expanding the Membership Base

Objectives:

1. To train the BPWA Board and Elite members what is involved in a membership drive
2. What’s in it for the volunteer member
3. To understand staff and member roles
4. To understand a year round membership development effort

Materials:

Transparencies
Overhead projector

Training Techniques:

Lecture
Facilitated Group Discussion

Session Three:

Raising Money

Objectives:

1. To understand the mission connection to association financial support
2. Why fundraising is both necessary and preferable
3. To understand choosing and executing a project
4. To understand year round fundraising

Materials:

Transparencies
Overhead Projector

Training Techniques:

Lecture
Facilitated Group Discussion

Annex D: Adopted Bylaws

BY- LAWS
BUSINESS & PROFESSIONAL WOMAN-AMMAN

BPWA

Amman – Jordan

The Articles of *The*
Business & Professional Women's Association

Amman – Jordan

Chapter (1)

ARTICLE 1 :

The name of this association shall be The Business & Professional Women's Association (in Amman.) The scope of its activities and operations shall be the Hashemite Kingdom of Jordan.

ARTICLE 2 :

The persons whose names appear below, shall be deemed the founding members of the association : (*removed reference to age*)

- 1- Iories Jeries Ibraheem Halas
- 2- Leila Khalil Suliman Borgan
- 3- Haifa Mohammed Abed Al-Rahman Al-Basheer
- 4- Omaira Izet Al Dahan
- 5- Nemra Tanous
- 6- Adwya Fadel Eldeen Alamy
- 7- Reem khakem jameel Kamal
- 8- Reem Ibraheem Ramadan
- 9- Inam Assad Moftee
- 10-Tojan Faisal Ftagreighian

ARTICLE 3:

The purpose of this not-for-profit business association is:

1. *To improve the Jordanian women's business achievements and standards in various professions and any work she may volunteer*
2. *To encourage women to shoulder their responsibilities in society in such a manner as to support the economic, political and to create equal opportunities in these fields*
3. *(coordination and) To foster cooperation between women's voluntary and professional institutions in Amman and where appropriate, Jordan and similar Arab, foreign, and international bodies.*
5. *To establish projects to attain the afore mentioned objectives through:*
 - a- *the support of business and professional women's interests insuring the implementation of programs and services that are jointly beneficial*
 - b- *working to attain a higher level of services to business and professional women*
 - c- *encouragement and motivation of women to accept joint responsibilities with men toward attaining a society that supports entrepreneurship and business on a local plus Arab, and international scale as needed*

- d- encouragement of women and young women to :
 - 1. obtain higher education *and/or* vocational training (*deleted last phrase*)
 - 2. dedicate their vocational and mental abilities to betterment for all
- e- creation of equal opportunities for *business* women and to raise their standing in *the* economic life in their *society*
- f. fortification of friendship, cooperation and understanding between business and professional women in all countries

ARTICLE 4:

The association has no political, religious or tribal ambitions

Chapter (2) Membership

ARTICLE 5:

Membership Terms:

- a- shall be well behaved and have sound conduct
- b- shall have consented to the by-laws *by* submitting an application form which is supported by two active members *or one Board member (is this necessary?)*
- c- shall be the proprietor of a business, a professional or in management
- d- membership is restricted to women and young women members** (*suggest deletion- men could be supporting members*)

ARTICLE 6:

Membership Classification

a- Founding Member

Any member who had initially signed the association's foundation document in addition to the listed mentioned names in article two of this *text* .

b- Active Member

Any member *approved by the Board* who has shown her readiness and willingness to serve the association's objectives *by* fulfilling all of her financial obligations within her membership period.

c- Supporting Member

Any member who has been admitted by this capacity by the board members enjoys *all* membership rights equal to any active member except for *voting rights* at the association's general assembly .

d- Honorary Member

This type of membership is granted by *the Board* to persons who present excellent services *or vital contributions* to the association or *to* the community. *Like* the supporting member, *they enjoy no voting rights at* the general assembly.

Four other possible categories to expand membership and promote sustainability:

e. Associate Member- any woman employee of a woman-owned business

f. Affiliate Member – Any official or other dignitary involved in the business of expanding women's rights especially in the marketplace (non-voting?)

g .Individual Member – Any retired business woman, business student or housewife who supports the purpose of the association

h. Sponsoring Members- Any business which seeks to publicly demonstrate their support for women in business

all of the above suggested member categories would be non-voting; dues should at minimum support the cost of membership and in the case of “sponsoring” (often corporate memberships) should be higher than a minimum membership to truly show support!

ARTICLE 7 :**Membership Termination**

- 1- Signed resignation in writing starting from its date of acceptance .
- 2- Failure to pay membership subscriptions for six consecutive months. *(fyi only:2 months before due and 120 days after)* Member *will* be officially notified by the association to pay the due accumulated amounts in writing and *by* registered mail *or other acceptable communication* monthly throughout the six months notice period.
- 3- Passing away .
- 4- Losing any of the membership qualifications

ARTICLE 8:

Any member who violates the association regulations or the board members' resolutions will be *expelled* by a resolution passed by the majority of the Board.

ARTICLE 9 :**ARTICLE 10:**

Suggest: Any member whose membership has been terminated shall re-apply for membership in the association and pay all fees that apply to new members.

Chapter (3)
Financial Matters

ARTICLE 11 :

The association's fiscal year commences *on* the 1st of January and ends on the 31st of December of each year. *The* first fiscal year *how ever*, commenced from the date the association was initially registered and ended conjunctly with the Georgian year's end.

ARTICLE 12:

Keep original language

ARTICLE 14:

The *Executive Director* may retain the sum of 250 JD as petty cash.

ARTICLE 15:

The association financing shall be derived from :

1. Subscriptions fees
2. *Programs, benefits and services provided to members*
3. *Income from activities and events*
4. Donations and Grants
5. *Endowment*
6. Any other resources approved by the Board Members.

CLAUSE 16:

*The annual subscription fee shall be 30 JD and shall be paid annually at least one month prior to the end of the association fiscal years **Remove unless required by law under new Ministry; Board should not have to have a general membership vote to increase the dues. Replace with:***

The Board shall establish dues for all categories of membership and any change in dues shall be communicated to the membership no less than three months before the change becomes effective.

Article 16

Association funds may be used for any purpose approved by the General Assembly or by the Board provided the use is in conformity with Ministry rules for not-for-profits and driven by the association's mission and objectives.

Article 17

There shall be an annual audit carried out by a Financial Committee made up of finance professionals or an outside auditor. There shall be one professional outside audit every three year .Books and records will be kept in accord with accounting standards.

Article 18

The association may, insofar as permitted by law, indemnify and hold harmless all Directors and other persons now or hereafter serving the association in official capacity, whether or not in office, from and against any and all claims, liabilities, penalties, forfeitures and fines, as well as for all legal and other expense reasonably incurred, to which she may become subject by reason of any such person acting on behalf of the association. The foregoing right of indemnification shall not be exclusive of any other right to which any such person may now or hereafter be entitled as a matter of law.

Article 19

No person may acquire an interest of any kind in the funds or property of the association, real, personal, or mixed, except the right to take part in the use and disposition of such property under Ministry rules and these bylaws.

Chapter (4) Governance

ARTICLE 20 :

First:

The General Assembly

(changed order to put Assembly first – the members are the true owners of the assoc.)

- a. *The General Assembly shall be the governing body of the association. The General Assembly shall have final voice in changes to the Bylaws .*
- b. *The General Assembly consists of all the active members who have paid the due annual subscription fees the date of the general assembly's meeting.*

- c. Only association members who's membership period has existed for at least two full years are allowed to nominate themselves for a seat on the board.
- d. Any member who wishes to run for the office of President must have been a Board member for at least three years (one cycle)
- e. A Board member may nominate herself for more than one *term* as long as she doesn't hold the same post for more than two consecutive cycles.

ARTICLE 21 :

If the quorum at an ordinary or extra ordinary meeting of the General Assembly is met and some members consequently withdraw from such a meeting prior to the vote, this withdrawal shall not effect the legality or validity of a resolution adopted in such a meeting.

ARTICLE 22 :

General Assembly shall be called to an ordinary meeting at least once per year within two months from the end of the association fiscal year. The General Assembly may be called to an extra ordinary meeting whenever the need for such extra ordinary meeting may arise.

ARTICLE 23 :

The Board shall set the date, time and place for General Assembly meetings in writing which shall be sent to all *of the active members by* means of a letter along *with* the meeting's agenda. This process should take place no longer *away* than the two weeks *before* the date of the said meeting .

ARTICLE 24 :

The annual meeting of the General Assembly shall be legal if attended by the absolute majority of the members who are allowed to attend and who have settled their subscription fees in full. If this quorum is not met in accordance with the invitation, the meeting of the General Assembly shall be postponed for a period of fourteen days from the previous date. The quorum for such second meeting shall be deemed met if attended by not less than ten members entitled to attend.

ARTICLE 25 :

Any member has the right to appoint – in writing -of another member to represent her *at* the General Assembly meeting. No member, however, may represent more than one other member at the same time.

ARTICLE 26:

The General Assembly in its annual meeting shall discuss the following matters

- a- The Board's annual progress report.
- b- The association's general balance sheet, closing accounts and auditor's report.
- c- The estimated budget for the new fiscal year.
- d- Appointment of a chartered auditor who should not be a member of the board.
- e- Election of the Board members by secret ballot according to Article 38 of these by- laws.
- f- *The nature and value of proposed and actual expenditure incurred or may be incurred by a member while performing an activity for the benefit of the association which is approved for reimbursement.*
- g- *The deliberation of any other matters as proposed by the Board. Resolutions are passed by a handraising designating **majority** vote except secret ballots.*
- h- *Amendments to the Charter relating to its objectives and function and or dismissal of the Board.*

The General Assembly Extraordinary Meetings

ARTICLE 27 :

The association's General Assembly shall hold extraordinary meetings upon the Board's invitation whenever it deems necessary. Therefore all the active members will be notified of this meeting and given ample notice *with* the agenda for the meeting *which* shall be enclosed with the invitation to attend the meeting. Such meeting shall be deemed legal if attended by an absolute majority. If the attending members do *not* meet the said quorum, based on the first invitation sent, then the meeting is postponed for fourteen days of its initial date and the new meeting will be deemed legal if attended by a quarter of those members who are entitled to attend.

ARTICLE 28 :

One third of the members who are eligible to attend General Assembly meetings may send a signed request in writing to the Board requesting an extraordinary meeting of the General Assembly identifying the reasons for such a meeting.

ARTICLE 29 :

The Board should meet within one week from the date of receipt of the request and consequently make the necessary arrangements of the meeting of the General Assembly .

ARTICLE 30 :

If the board doesn't make the necessary arrangements for the General Assembly meetings within thirty days of receiving the request, five of the members who are eligible to attend General Assembly meeting may submit to the Minister of *the Social Development* a request for a General Assembly meeting. The Minister, after investigation may take whatever steps he \ she deems necessary and his\ her decision regarding final holding of such meeting shall be final.

ARTICLE 31 :

An extra ordinary meeting of the General Assembly called for by five members entitled to attend General Assembly meetings, shall be deemed legal if attended by the absolute majority of the members entitled to attend. If the quorum is not met, the meeting shall be considered cancelled.

ARTICLE 32 :

The ordinary and extra ordinary meetings of the general assembly shall be presided *over* by the President. If the president should be absent, then the Vice President shall preside over such meeting. Should she too be absent the meeting shall be presided over by a member elected for this purpose by the Board.

ARTICLE 33 :

The General Assembly may not discuss any matters that are not listed in the meeting agenda *unless presented as a petition by one third of members?*

ARTICLE 34 :

- a- General Assembly resolution regarding amendment to the associations by-laws shall be passed by two third majority and *shall only enter into force upon approval of the minister(?)*(**check if required**)
- b- a resolution to *dissolve* the association passed by two thirds majority vote by members entitled to attend General Assembly meetings
- c- with the exception of the cases in sections A and B of this article, all resolutions by General Assembly are passed by absolute majority.

ARTICLE 35:

The General Assembly resolutions must be recorded in the register for the minutes of the meetings and signed by the President.

ARTICLE 36 :

A schedule containing the names of the members who have settled their subscription fees in full shall be prepared at the time of the general assembly and signed by the Treasurer and affixed with the official stamp of the association.

Chapter V

Board of Directors

ARTICLE 37 :

The Board of *Directors* (the Board)

The governing body of the association between General Assemblies shall be the Board. Between meetings of the Board, the Executive Committee made up of all association officers, shall serve in lieu of the Board, provided, however that all actions of the Executive Committee shall be submitted to the next meeting of the Board of Directors for consideration and action.

ARTICLE 38:

The Board shall consist of nine members elected by secret ballot by the General Assembly who have the right to vote and who have paid their subscription fees in full. If the votes are equal between two candidates, the ballot shall be repeated.

(ARTICLE 39)

The term of membership on the board shall be for three years period. Should the present board resign or step down, the replacement boards period will continue until the end of previous boards term. The next Board will remain until the end of the previous board's period.

ARTICLE 40 :

The structure of the board shall be as follows:

1. President.2. Secretary.3. Treasurer. And Vice Presidents as assigned .

6The former president of the association *shall serve one additional year as consulting Past President .Discuss VP's of various program depts.for liason purposes.*

ARTICLE 41 :

The President shall be elected directly by the members of the general assembly *for a term of, three years.*

ARTICLE 42 :

The elected board members will elect the two vice presidents, secretary and treasure for terms of_____.

ARTICLE 43 :

The board may create additional posts and elect the proper candidate from amongst them to occupy whatever post the Board finds appropriate.

ARTICLE 44 :

The board shall *approve* the association's financial, *program and strategic affairs*, in addition to *approving policy for the association*. Other responsibilities may include :

- a. The issue of instructions and regulations necessary for running the association *in the absence of an Executive Director on staff.*
- b. Presents the general assembly the annual report that shows the various financial, *program and strategic affairs* of the association .
- c. Presents to the general assembly the fiscal year's closing accounts and the next fiscal year's estimated budget.
- d. Implements *through the staff* the general assembly's resolutions.
- e. Approves or rejects membership applications.
- f. Terminates memberships in compliance with the association by laws.
- g. Specifies the association's activities, tailors its programs and works with the Executive Director to establish the proper means of implementation.

- h. Forms from the members different committees *and allocates their responsibilities and specialties.*
- i. Assign any association member with a specific responsibility involving the achievement of a specific objective .
- j. Organization of the general assembly's meeting schedule.
- k. Approval of the estimated budget as prepared by the Executive Director with input from the Financial Committee of the Board.
- l. Prepare the financial and administrative regulations *for implementation by the staff.*

ARTICLE 45 :

If, for any reason, any post on the association's board becomes vacant during the year, the candidate who had the next highest number of voters during the elections will occupy such an empty post, unless there is no such person , in which case the *Board* shall *appoint* a member to occupy the vacant post .

ARTICLE 46:

The President's Duties

- a- *Acts as Chief Executive Officer of the association, subject to policies approved by the Board. In partnership with the Executive Director, oversees all of the association operations and signs agreements and commitments after approval by the Board.*
- b. Represents the association before official and judicial authorities.
- c- Heads all the meetings of the Board and the General Assembly as well as addresses invitations to the ordinary and extraordinary meetings of the Board and the assembly.
- d- Signs financial general transfers in conjunction with the Treasurer .
- e- The 1st Vice President will act on behalf of the President when the latter is absent for any reason.

****Need to have descriptions of Vice Presidents' or others duties.***

ARTICLE 47 :**The Secretary's Duties**

- b. Maintain and organize the association's records.
- b. Write down minutes of the meetings of both the Board and General Assembly.
- d. Implement the board's instructions.

ARTICLE 48 :**The Treasurer's Duties**

- a. Endorse the financial settlements in conjunction with the President or the Vice President.
- b. *With the Executive Director*, prepare the association's balance sheet at the end of the year and the budget for the coming year for presentation before the Board, prior to the final presentation before the General Assembly .
- c. The keeping of the books and registers in order to be ready immediately upon the request by any *legally* concerned party.
- d. *Receives donations earned by the association, President and Executive Director* and issue the relative receipts that are attested by signature and stamped by the Association official stamp. Finally makes bank deposits with the accountant bank chosen by the Board.

ARTICLE 50 :

Members of the board may not hold a position within the association in return for a monthly salary *or expect any kind of financial return* except by a resolution of the Board approved the Ministry of Social Development. (*new ministry?*)

ARTICLE 51 :

The Board shall hold a monthly meeting, presided by the President to assess the association's affairs and adopt resolutions thereon by simple majority. A quorum is a majority plus one, in person or by proxy. In case of dead lock, the president shall have the lasting vote.

Special meetings of the Board may be called by the President, Executive Committee or by 5 members of the Board. Meetings should be announced in writing with agenda attached.

ARTICLE 52:

Any board member who fails to attend three consecutive meetings without a legitimate excuse shall be dismissed from the board.

ARTICLE 53:

The President, with the approval of the Board, shall have the authority to appoint a Selection Committee to interview and make recommendations on the hiring of an Executive Director. The conditions of employment shall be specified by the Board. The Executive Director shall have voice at all meetings of the association though the Board may, by majority vote, agree to an executive session which will not be attended by any staff.

The Executive Director shall carry out those duties as assigned by the Board and by the President.

The Executive Director, acting within the approved budget, may employ such staff as may be necessary to conduct the affairs of the association. Such staff shall be under the direction of the Executive Director and no officer or member shall have direct authority over such staff; and these staff shall have no authority to act for or on behalf of the association, its members or officers unless such authority is expressly granted them by the General Assembly, Board or Executive Committee

ARTICLE 54:

The President at her discretion may appoint committees as deemed necessary to carry out the business of the Council.

Dissolution of the Association**ARTICLE 55 :**

- a- The association shall be dissolved in accordance with a resolution passed by the General Assembly by not less than two thirds of the members who are entitled to attend the meetings.
- b- In the event that the association is dissolved, all its movable and immovable assets shall be assigned to a party chosen by the General Assembly provided that such funds are spent within the Kingdom and such disposal is approved by the Ministry of *Social Development*. If the General Assembly makes no such decision, the Minister may decide in what way such funds are to be disposed.

Chapter VI

First: General Provisions

ARTICLE 56 :

The association may be enrolled in specific and regional unions inside and outside the kingdom within the association's frame of objectives.

ARTICLE 57:

The Association may own buildings, real-estate and any kind of movable and non-movable assets as well as the right to sell mortgage or rent any thereof by a decision made by the Board and approved by the General Assembly.

Second : Specific Provisions

ARTICLE 58:

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